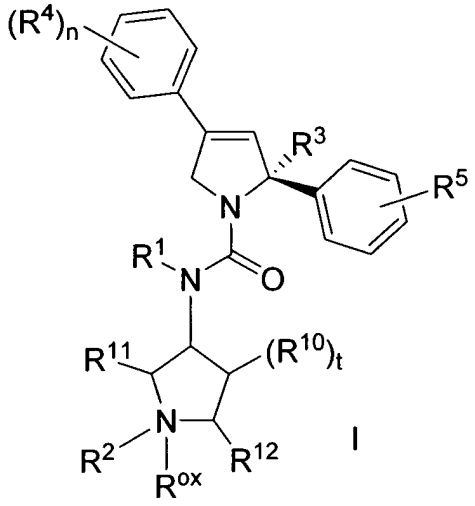
IN THE CLAIMS:

1. (Currently Amended) A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof,
wherein:

~~a is 0 or 1;~~
~~b is 0 or 1;~~
~~m is 0, 1, or 2;~~
n is 0, 1, 2 or 3;
~~r is 0 or 1;~~
~~s is 0 or 1;~~
t is 0, 1 or 2;

R^1 and R^2 are independently selected from: H, or $(C_1$-$C_6)$alkyl~~, aryl, heterocyclyl and (C_3-C_6)cycloalkyl, optionally substituted with one, two or three substituents selected from R^7~~;

R^3 is ~~selected from~~:

~~1) hydrogen;~~
~~2) C_1-C_{10} alkyl;~~
3) C_1-C_{10} alkyl-O-R^d~~,~~
~~4) C_2-C_{10} alkenyl-O-R^d,~~

~~5) C_2-C_{10}-alkynyl-O-R^d;~~

~~6) $(C_1$-C_6-alkylene$)_n C_3$-C_8-cycloalkyl-O-R^d;~~

~~7) C_1-C_{10}-alkyl-$(C=O)_b$-$NR^eR^{e'}$;~~

~~8) C_2-C_{10}-alkenyl-$(C=O)_b NR^eR^{e'}$;~~

~~9) C_2-C_{10}-alkynyl-$(C=O)_b NR^eR^{e'}$;~~

~~10) $(C_1$-C_6-alkylene$)_n C_3$-C_8-cycloalkyl-$(C=O)_b NR^eR^{e'}$;~~

~~11) C_1-C_{10}-alkyl-$S(O)_m$-R^d;~~

~~12) C_2-C_{10}-alkenyl-$S(O)_m$-R^d;~~

~~13) C_2-C_{10}-alkynyl-$S(O)_m$-R^d;~~

~~14) $(C_1$-C_6-alkylene$)_n C_3$-C_8-cycloalkyl-$S(O)_m$-R^d;~~

~~said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6~~;

R^4 is ~~independently selected from~~:

~~1) $(C=O)_a O_b C_1$-C_{10}-alkyl;~~

~~2) $(C=O)_a O_b$aryl;~~

~~3) CO_2H;~~

~~4)~~ halo~~;~~

~~5) CN;~~

~~6) OH;~~

~~7) $O_b C_1$-C_6-perfluoroalkyl;~~

~~8) $O_a(C=O)_b NR^8R^9$;~~

~~9) $S(O)_m R^a$;~~

~~10) $S(O)_2 NR^8R^9$;~~

~~said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7~~;

R^5 is ~~selected from~~:

1) hydrogen;

~~2) $(C=O)_a O_b C_1$-C_{10}-alkyl;~~

~~3) $(C=O)_a O_b$aryl;~~

~~4) CO_2H;~~

~~5) halo;~~

~~6) CN;~~

7) OH,
8) O_bC_1-C_6 perfluoroalkyl,
9) $O_a(C=O)_bNR^8R^9$,
10) $S(O)_mR^a$,
11) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^6 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^8R^9$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^8R^9$,
14) oxo,
15) CHO,
16) $(N=O)R^8R^9$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^7 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,

5) halo,

6) CN,

7) $(C_2\text{-}C_{10})$alkenyl,

8) $(C_2\text{-}C_{10})$alkynyl,

9) $(C{=}O)_t O_s(C_3\text{-}C_6)$cycloalkyl,

10) $(C{=}O)_t O_s(C_0\text{-}C_6)$alkylene-aryl,

11) $(C{=}O)_t O_s(C_0\text{-}C_6)$alkylene-heterocyclyl,

12) $(C{=}O)_t O_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,

13) $C(O)R^a$,

14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,

15) C(O)H,

16) $(C_0\text{-}C_6)$alkylene-CO_2H, and

17) $C(O)N(R^b)_2$,

18) $S(O)_m R^a$, and

19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,

2) $(C{=}O)O_b C_1\text{-}C_{10}$ alkyl,

3) $(C{=}O)O_b C_3\text{-}C_8$ cycloalkyl,

4) $(C{=}O)O_b$aryl,

5) $(C{=}O)O_b$heterocyclyl,

6) $C_1\text{-}C_{10}$ alkyl,

7) aryl,

8) $C_2\text{-}C_{10}$ alkenyl,

9) $C_2\text{-}C_{10}$ alkynyl,

10) heterocyclyl,

11) $C_3\text{-}C_8$ cycloalkyl,

12) SO_2R^a, and

13) $(C{=}O)NR^b{}_2$,

~~said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7; or~~

~~R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;~~

R^{10} is selected from: F and $-CH_2F$;

R^{11} and R^{12} are independently selected from: H and $-CH_2F$;

R^{ox} is absent or is oxo;

~~R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;~~

~~R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;~~

~~R^e and $R^{e'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, $(C_1$-$C_6)$alkyl-OH, $(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and $(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or~~

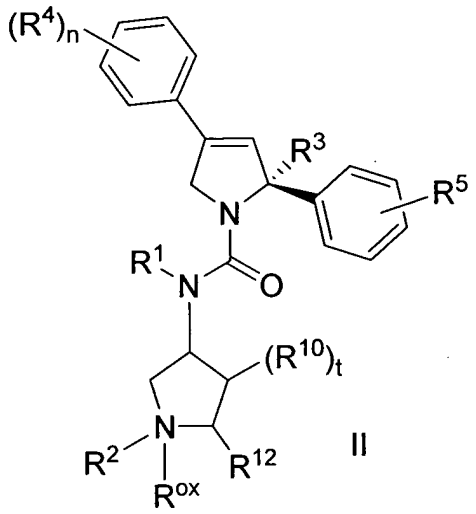
~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;~~

R^d is selected from: H, and $(C_1$-$C_6)$alkyl~~, $(C_2$-$C_6)$alkyl-OH, $(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl and $(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7;~~;

~~R^e and $R^{e'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl and $(C_3$-$C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or~~

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.~~

2. (Currently Amended) The compound according to Claim 1 of Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

~~a is 0 or 1;~~
~~b is 0 or 1;~~
~~m is 0, 1, or 2;~~
n is 0, 1, 2 or 3;
~~r is 0 or 1;~~
~~s is 0 or 1;~~
t is 0 or 1;

R^1 and R^2 are independently selected from: H, and $(C_1$-$C_6)$alkyl~~, aryl, heterocyclyl and $(C_3$-$C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7~~;

R^3 is ~~selected from~~:

~~1) hydrogen;~~
~~2) C_1-C_{10} alkyl;~~
3) C_1-C_{10} alkyl-O-R^d,
~~4) C_2-C_{10} alkenyl-O-R^d;~~
~~5) C_2-C_{10} alkynyl-O-R^d;~~
~~6) $(C_1$-C_6-alkylene$)_n$$C_3$-$C_8$ cycloalkyl-O-R^d;~~
~~7) C_1-C_{10} alkyl-$(C=O)_b$-$NR^eR^{e'}$;~~
~~8) C_2-C_{10} alkenyl-$(C=O)_b$$NR^eR^{e'}$;~~
~~9) C_2-C_{10} alkynyl-$(C=O)_b$$NR^eR^{e'}$;~~
~~10) $(C_1$-C_6-alkylene$)_n$$C_3$-$C_8$ cycloalkyl-$(C=O)_b$$NR^eR^{e'}$;~~
~~11) C_1-C_{10} alkyl-$S(O)_m$-R^d;~~
~~12) C_2-C_{10} alkenyl-$S(O)_m$-R^d;~~
~~13) C_2-C_{10} alkynyl-$S(O)_m$-R^d;~~
~~14) $(C_1$-C_6-alkylene$)_n$$C_3$-$C_8$ cycloalkyl-$S(O)_m$-R^d;~~

~~said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6~~;

R^4 is ~~independently selected from~~:

~~1) $(C=O)_a$$O_b$$C_1$-$C_{10}$ alkyl;~~
~~2) $(C=O)_a$$O_b$aryl;~~
~~3) CO_2H;~~
4) halo~~;~~
~~5) CN;~~
~~6) OH;~~
~~7) $O_b$$C_1$-$C_6$ perfluoroalkyl;~~
~~8) $O_a(C=O)_b$$NR^8R^9$;~~
~~9) $S(O)_m$$R^a$;~~
~~10) $S(O)_2NR^8R^9$;~~

~~said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7~~;

R^5 is ~~selected from~~:

1) hydrogen;

~~2) $(C=O)_aO_bC_1$-C_{10} alkyl,~~

~~3) $(C=O)_aO_b$aryl,~~

~~4) CO_2H,~~

~~5) halo,~~

~~6) CN,~~

~~7) OH,~~

~~8) O_bC_1-C_6 perfluoroalkyl,~~

~~9) $O_a(C=O)_bNR^8R^9$,~~

~~10) $S(O)_mR^a$,~~

~~11) $S(O)_2NR^8R^9$,~~

~~said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;~~

~~R^6 is independently selected from:~~

~~1) $(C=O)_aO_bC_1$-C_{10} alkyl,~~

~~2) $(C=O)_aO_b$aryl,~~

~~3) C_2-C_{10} alkenyl,~~

~~4) C_2-C_{10} alkynyl,~~

~~5) $(C=O)_aO_b$ heterocyclyl,~~

~~6) CO_2H,~~

~~7) halo,~~

~~8) CN,~~

~~9) OH,~~

~~10) O_bC_1-C_6 perfluoroalkyl,~~

~~11) $O_a(C=O)_bNR^8R^9$,~~

~~12) $S(O)_mR^a$,~~

~~13) $S(O)_2NR^8R^9$,~~

~~14) oxo,~~

~~15) CHO,~~

~~16) $(N=O)R^8R^9$, or~~

~~17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

~~said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;~~

~~R^7 is selected from:~~

~~1) $(C=O)_rO_s(C_1-C_{10})$alkyl,~~

~~2) $O_r(C_1-C_3)$perfluoroalkyl,~~

~~3) oxo,~~

~~4) OH,~~

~~5) halo,~~

~~6) CN,~~

~~7) (C_2-C_{10})alkenyl,~~

~~8) (C_2-C_{10})alkynyl,~~

~~9) $(C=O)_rO_s(C_3-C_6)$cycloalkyl,~~

~~10) $(C=O)_rO_s(C_0-C_6)$alkylene-aryl,~~

~~11) $(C=O)_rO_s(C_0-C_6)$alkylene-heterocyclyl,~~

~~12) $(C=O)_rO_s(C_0-C_6)$alkylene-$N(R^b)_2$;~~

~~13) $C(O)R^a$;~~

~~14) (C_0-C_6)alkylene-CO_2R^a;~~

~~15) C(O)H,~~

~~16) (C_0-C_6)alkylene-CO_2H, and~~

~~17) $C(O)N(R^b)_2$;~~

~~18) $S(O)_mR^a$, and~~

~~19) $S(O)_2N(R^b)_2$;~~

~~said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C_1-C_6)alkoxy, halogen, CO_2H, CN, $O(C=O)C_1-C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;~~

~~R^8 and R^9 are independently selected from:~~

~~1) H,~~

~~2) $(C=O)O_bC_1-C_{10}$ alkyl,~~

~~3) $(C=O)O_bC_3-C_8$ cycloalkyl,~~

~~4) $(C=O)O_b$aryl,~~

~~5) $(C=O)O_b$heterocyclyl,~~

~~6) C_1-C_{10} alkyl,~~

~~7) aryl,~~

8) C_2-C_{10} alkenyl,

9) C_2-C_{10} alkynyl,

10) heterocyclyl,

11) C_3-C_8 cycloalkyl,

12) SO_2R^a, and

13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{10} is selected from: F and $-CH_2F$;

R^{12} is selected from: H and $-CH_2F$, provided that when t is 1, R^{12} is H;

R^{ox} is absent or is oxo;

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;

R^e and $R^{e'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, $(C_1$-$C_6)$alkyl-OH, $(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and $(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen,

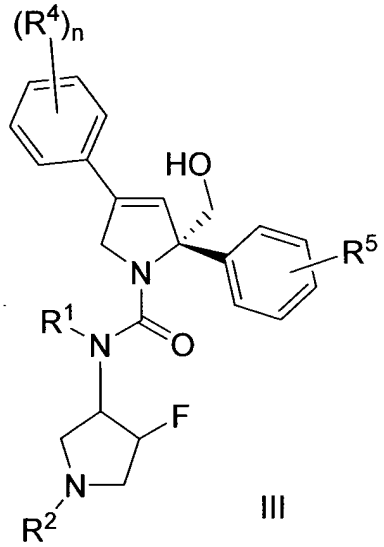
~~one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;~~

R^d is selected from: H~~,~~ and $(C_1\text{-}C_6)$alkyl~~, $(C_2\text{-}C_6)$alkyl-OH, $(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and $(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7;~~;

~~R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or~~

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7~~.

3. (Currently Amended) The compound according to Claim 2 of Formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

~~a is 0 or 1;~~
~~b is 0 or 1;~~

~~m is 0, 1, or 2;~~

n is 0, 1 or 2;

~~r is 0 or 1;~~

~~s is 0 or 1;~~

R^1 and R^2 are independently selected from: H, and $(C_1\text{-}C_6)$alkyl~~, aryl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7~~;

R^4 is ~~independently selected from~~:

1) halo,

~~2) OH,~~

3) ~~$O_bC_1\text{-}C_6$ perfluoroalkyl~~,

R^5 is ~~selected from~~:

1) hydrogen~~,~~

~~2) halo,~~

~~3) OH,~~

~~4) $O_bC_1\text{-}C_6$ perfluoroalkyl,~~

~~R^7 is selected from:~~

~~1) $(C{=}O)_rO_s(C_1\text{-}C_{10})$alkyl,~~

~~2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,~~

~~3) oxo,~~

~~4) OH,~~

~~5) halo,~~

~~6) CN,~~

~~7) $(C_2\text{-}C_{10})$alkenyl,~~

~~8) $(C_2\text{-}C_{10})$alkynyl,~~

~~9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,~~

~~10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,~~

~~11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,~~

~~12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,~~

~~13) $C(O)R^a$,~~

~~14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,~~

15) —C(O)H,
16) —(C_0-C_6)alkylene-CO_2H, and
17) —$C(O)N(R^b)_2$,
18) —$S(O)_mR^a$, and
19) —$S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C_1-C_6)alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) —H,
2) —$(C=O)O_bC_1$-C_{10} alkyl,
3) —$(C=O)O_bC_3$-C_8 cycloalkyl,
4) —$(C=O)O_b$aryl,
5) —$(C=O)O_b$heterocyclyl,
6) —C_1-C_{10} alkyl,
7) —aryl,
8) —C_2-C_{10} alkenyl,
9) —C_2-C_{10} alkynyl,
10) —heterocyclyl,
11) —C_3-C_8 cycloalkyl,
12) —SO_2R^a, and
13) —$(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^a is independently selected from: (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

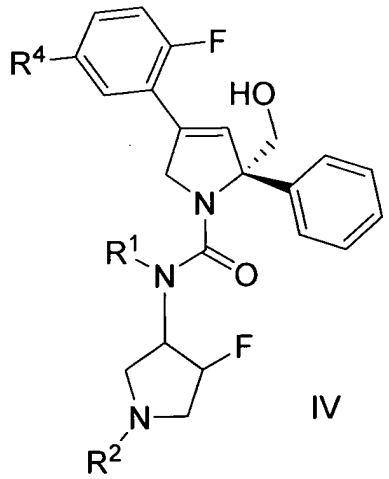
~~R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, $(C=O)$aryl, $(C=O)$heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;~~
~~R^e and $R^{e'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, $(C_1$-$C_6)$alkyl-OH, $(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, $(C=O)$aryl, $(C=O)$heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and $(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or~~

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;~~

~~R^e and $R^{e'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl and $(C_3$-$C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or~~

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7~~.

4. (Currently Amended) The compound according to Claim 3 of the formula IV:



IV

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

~~a is 0 or 1;~~

~~b is 0 or 1;~~

~~m is 0, 1, or 2;~~

~~r is 0 or 1;~~

~~s is 0 or 1;~~

R^1 and R^2 are independently selected from: H and $(C_1\text{-}C_6)$alkyl~~, optionally substituted with one, two or three substituents selected from R^7~~;

R^4 is ~~independently selected from~~:

1) halo~~,~~

~~2) OH,~~

~~3) $O_bC_1\text{-}C_6$ perfluoroalkyl,~~

~~R^7 is selected from:~~

~~1) $(C{=}O)_rO_s(C_1\text{-}C_{10})$alkyl,~~

~~2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,~~

~~3) oxo,~~

~~4) OH,~~

~~5) halo,~~

~~6) CN,~~

~~7) $(C_2\text{-}C_{10})$alkenyl,~~

~~8) $(C_2\text{-}C_{10})$alkynyl,~~

~~9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,~~

~~10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,~~

~~11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,~~

~~12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$;~~

~~13) $C(O)R^a$;~~

~~14) $(C_0\text{-}C_6)$alkylene-CO_2R^a;~~

~~15) C(O)H,~~

~~16) $(C_0\text{-}C_6)$alkylene-CO_2H, and~~

~~17) $C(O)N(R^b)_2$;~~

18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$;

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

~~R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;~~

~~R^e and $R^{e'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, $(C_1$-$C_6)$alkyl OH, $(C_1$-$C_6)$alkyl O $(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and $(C_1$-$C_6)$alkyl $N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or~~

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;~~

~~R^e and $R^{e'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl and $(C_3$-$C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or~~

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7~~.

5. (Original) A compound selected from:

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

7.-9. Cancelled